

This document prepared by:
Office of the Attorney General

After recording return to:
Department of Conservation and Recreation
600 East Main Street, 24th Floor
Richmond, Virginia 23219
Attn: Real Property Manager

Consideration: \$820,000.00
Actual Value: \$820,000.00
Assessed Value: \$ n/a

Tax Map Parcel: 90-13-A

Title: First American Title Insurance Company

This Deed is exempt (i) from recordation taxes pursuant to §58.1-811.A.3. of the Code of Virginia (1950), as amended, and (ii) from the payment of Clerk's fees pursuant to §§ 17.1-266 and 17.1-279.E.

DEED

This DEED dated the 11th day of September, 2020, is made by and between **SOUTH PORT INVESTORS, L.L.C.**, a Virginia limited liability company (the "Grantor"), and the **COMMONWEALTH OF VIRGINIA, DEPARTMENT OF CONSERVATION AND RECREATION**, with an address of 600 East Main Street, 24th Floor, Richmond, Virginia 23219 (the "Grantee").

WITNESSETH:

That for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant and convey, with GENERAL WARRANTY and ENGLISH COVENANTS OF TITLE, to the Grantee, the property situated in Northampton County, Virginia (the "Property") more particularly described and depicted, to wit:

ALL THAT certain tract or parcel of land, together with the improvements thereon and all rights, privileges, appurtenances, easements, and rights of way thereunto belonging or in anywise appertaining, situate in the Town of Cape Charles, County of Northampton, Virginia, consisting of 20.706 acres, and shown and depicted as "PARCEL 'A' PART OF PROPERTY OF SOUTH PORT INVESTORS, L.L.C., INSTRUMENT 080000441, 90-8-1A1, 901,973 SQ. FT. (20.706 AC.) TO BE ASSIGNED TAX PARCEL 90-13-A" on that survey/plat entitled "20.706 ACRE FOR VIRGINIA DEPARTMENT OF CONSERVATION AND RECREATION SHOWN HEREON AS PARCEL 'A' LOCATED IN THE TOWN OF CAPE CHARLES, CAPEVILLE DISTRICT, NORTHAMPTON COUNTY, VIRGINIA MADE FOR COMMONWEALTH OF VIRGINIA DEPARTMENT OF CONSERVATION & RECREATION", prepared by Point North Surveying LLC dated September 10, 2020 (the "Plat"), which is recorded in the Clerk's Office of the Circuit Court of Northampton County, Virginia (the "Clerk's Office") as Instrument Number 200001713.

TOGETHER WITH a non-exclusive, perpetual, appurtenant easement for ingress and egress to and from Virginia State Route 642, also known as Old Cape Charles Road, over "PATRICK HENRY AVE. (50' INGRESS/EGRESS EASEMENT)", and continuing over "BAYSHORE ROAD (ROUTE 1117) (80' R/W)", both as shown on the Plat, and continuing over a portion of Tax Map Parcel 90-8-1A2 shown and depicted as "Parcel 1A-2" on that survey/plat entitled "PLAT OF SURVEY 'PORT OF CAPE CHARLES' SUSTAINABLE TECHNOLOGIES INDUSTRIAL PARK, PARCEL 1A-2, CAPE CHARLES, CAPEVILLE DISTRICT, NORTHAMPTON COUNTY, VIRGINIA", recorded in the Clerk's Office in Plat Book 24, pages 80-81, with the portion of 1A-2 subject to this easement being 80 feet in width from the southernmost edge of Parcel 1A-2 to the northernmost edge of the right-of-way of Virginia State Route 642 and being the same real property acquired by South Port Investors, L.L.C., by deed recorded in the Clerk's Office as Instrument Number 190001476.

FURTHER TOGETHER WITH a non-exclusive, perpetual, appurtenant easement for vehicular parking within the southern apron of "PATRICK HENRY AVE. (50' INGRESS/EGRESS EASEMENT)" shown on the Plat.

BEING a portion of the same real property conveyed to South Port Investors, L.L.C., by deed from Northampton County, also known as The County of Northampton, Virginia and recorded in the Clerk's Office as Instrument Number 080000441.

Without limiting the foregoing, the Grantor also quitclaims, without warranty, any interest Grantor may have in or to any gaps, gores, or unclaimed land contiguous to the Property.

Open Space Dedication: Grantee hereby designates the Property to be retained in perpetuity and to be used for the preservation and provision of open-space land for conservation of its natural heritage resources and open space values in accordance with the Open-Space Land Act §§ 10.1-1700 through 10.1-1705 of the Code of Virginia, (1950), as amended. This declaration and dedication shall run with the Property and shall be binding upon all parties and entities having any right, title, or interest in the Property or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit of the Grantee.

Natural Area Preserve: It is the purpose of this Deed to ensure that this Property, as an addition to Cape Charles Natural Area Preserve, through restrictions contained herein, will be retained and managed in perpetuity in a manner that (i) furthers the maintenance, preservation, restoration, and management of its natural heritage resources, consisting primarily of habitat conditions for migratory songbirds, and (ii) protects and enhances those critical resources identified within *Conserve Virginia's* Natural Habitat and Ecosystem Diversity, Floodplains and Flooding Resilience, and Protected Landscapes Resilience categories. Site-appropriate natural conditions and habitats will be restored and managed across the entirety of the Property, which will support both migratory songbirds as well as other native species these habitats support, including 100 foot forested riparian buffers along each edge of all perennial streams. It is further the intention to allow appropriate and compatible uses and activities, including public access for more than 180 days per year, while prohibiting or restricting any use or activity not compatible with the natural heritage resource and habitat values. Improvements to the Property to support compatible and appropriate visitor activities and site management needs shall be permitted provided that the number, location, size, extent, length, surface materials, and construction methods are in keeping with the conservation purpose of the Property and are consistent with the Grantee's natural area preserve management guidelines and all amendments thereto. Such improvements may include parking areas, trails, sanitary facilities, information kiosks, gates, signage, boardwalks, observation platforms, and other structures or improvements that may be required for preserve management.

NOAA Grant: Seventy-Eight and Six-Tenths percent (78.6%) of the funds used to purchase the Property were provided pursuant to NOAA grant numbers NA17NOS4190152 and NA18NOS4190152 from the Virginia Coastal Zone Management Program at the Commonwealth of Virginia, Department of Environmental Quality ("DEQ") and the National Oceanic and Atmospheric Administration ("NOAA"). Future use and disposition of the Property is subject to (i) the terms and conditions described in the Terms of the Grant Agreement, attached hereto as **Exhibit A** and recorded herewith, and (ii) the other administrative requirements of the applicable grant funding program of DEQ and NOAA.

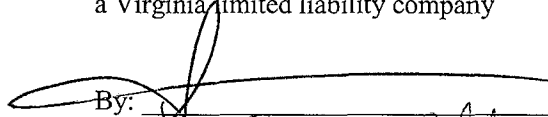
VLCF Grant: Twenty-One and Four-Tenths percent (21.4%) of the funds used to purchase the Property were provided by the Virginia Land Conservation Foundation ("VLCF"). Future use and disposition of the Property is subject to (i) the terms and restrictions contained in the Project Agreement, a copy of which is maintained in the files of the VLCF and the Grantee, and (ii) the other administrative requirements of the applicable grant funding program of VLCF. Should the Property be diverted or converted from the uses described in this Deed or should the interest created by this Deed be extinguished at any time after the date hereof, Grantee agrees to reimburse the VLCF in the amount of 21.4% (net after applicable costs) of any monetary consideration received by the Grantee as a result of that transaction.

This conveyance is made subject to all other covenants, easements, conditions, restrictions, and agreements appearing of record in the chain of title to the Property, insofar as they may be lawfully applicable to the Property.

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SIGNATURES APPEAR ON THE FOLLOWING PAGES.]

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals.

GRANTOR: SOUTH PORT INVESTORS, L.L.C.,
a Virginia limited liability company

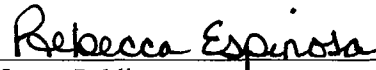
By: 
Name: S. Eyre Baldwin
Title: Executive Director

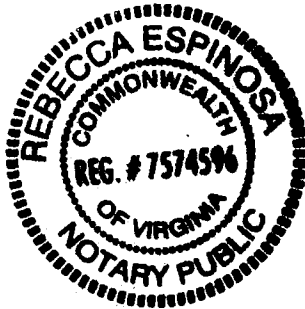
COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF VIRGINIA, to wit:

The foregoing Deed was acknowledged before me this 11th day of September, 2020, by S. Eyre Baldwin, acting in his/her capacity as Executive Director of South Port Investors, L.L.C., a Virginia limited liability company, on behalf of the Grantor.

My commission expires: 03/31/2021

My commission number: 7574596


Notary Public



Dedication of the Property for inclusion in the Cape Charles Natural Area Preserve, which qualifies as a "natural area" to be dedicated as a "natural area preserve" under Virginia Code §§ 10.1-209 through 10.1-217, is accepted pursuant to Virginia Code § 10.1-213, and open-space designation is made pursuant to Virginia Code § 10.1-1701, this 16 day of September, 2020.

Dedication Accepted and Designation Made:

COMMONWEALTH OF VIRGINIA,
DEPARTMENT OF CONSERVATION AND RECREATION

By: Clyde E. Cristman
Clyde E. Cristman, Director

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Richmond, to wit:

The foregoing Deed was acknowledged before me this 16 day of September, 2020, by Clyde E. Cristman acting in his capacity as Director of the Commonwealth of Virginia, Department of Conservation and Recreation, on behalf of the Department.

My commission expires: 12/31/2023

My commission number: 242874

Paula Gaudioso Hill
Notary Public



OFFICE OF ATTORNEY GENERAL

Approved as to Form:

By: Catherine A. Shankles
Assistant Attorney General

RECOMMEND APPROVAL:
DEPARTMENT OF GENERAL SERVICES

By: [Signature]
Director

APPROVAL BY THE GOVERNOR:

Pursuant to § 2.2-1149 of the Code of Virginia (1950), as amended, and as the official designee of the Governor of Virginia, as authorized and designated by Executive Order No. 88 (01), dated December 21, 2001, I hereby approve the acquisition of the Property described in the attached or foregoing Deed, and the execution of this instrument for, on behalf of, and in the stead of the Governor of Virginia.

Keyanna Cerna 9/15/2020
Secretary of Administration Date

EXHIBIT ATerms of Grant Agreement

The Commonwealth of Virginia, Department of Conservation and Recreation (the "Department"), and its successors and assigns, acknowledge that the property located in Northampton County, Virginia and acquired pursuant to the Deed dated September 11, 2020, to which these Terms of Grant Agreement are attached, was acquired, in part, with funds received from the Virginia Coastal Zone Management Program (the "Program") at the Commonwealth of Virginia, Department of Environmental Quality ("DEQ") and that such real property is subject to and shall be administered in accordance with the terms and conditions of grant numbers NA17NOS4190152 and NA18NOS4190152 (collectively, the "Grant").

The Department acknowledges that the real property is acquired for the approved purpose of long-term conservation of coastal ecosystems, thereby preserving and protecting in perpetuity the multiple, interrelated uplands and wetlands which are critical to coastal resident and migratory birds, fish, wildlife, rare species and their habitats. Further, the real property lies directly within the critical area boundary of that migratory songbird corridor. The protection, restoration, and management of migratory songbird habitat on the real property are of primary importance.

1. **Prior Approval Required for Resale:** The Department agrees not to sell, transfer, hypothecate, or otherwise dispose of or encumber the land or parcels of land, or any portion thereof, or change the original use for which the real property was acquired, without first obtaining the prior, written approval of the Program and the National Oceanic and Atmospheric Administration ("NOAA"). If at any future date the Department deems it necessary and/or desirable to sell the real property or any portion thereof, the Department shall notify the Program immediately.

2. **Terms of Resale:** Any such sale, transfer, hypothecation, disposal, encumbrance, or change in the original use for which the real property was acquired, as determined by the Program, shall be subject to one of the following, at the option of the Program:

(a) The Department must provide to the Program (or an appropriate landholding entity of the Program's choosing) real property that is of equal value WITHIN VIRGINIA'S COASTAL ZONE and will serve the purpose for which the original Property was acquired; or

(b) The Department must acquire title to and manage real property that is of equal value WITHIN VIRGINIA'S COASTAL ZONE and will serve the purpose for which the original Property was acquired; or

(c) The Department must repay to the Program, on terms and conditions satisfactory to the Program, in cash, a percentage of the funds derived from the resale equivalent to the ratio of federal plus match dollars to total project cost as specified by the terms of the Grant, but in no event less than the Program's proportionate share of the original purchase price. Such funds shall be reinvested in land WITHIN VIRGINIA'S COASTAL ZONE for the purposes of sensitive coastal habitat protection and/or public access to coastal waters.

INSTRUMENT 200001859
 RECORDED IN THE CLERK'S OFFICE OF
 NORTHAMPTON COUNTY CIRCUIT COURT ON
 SEPTEMBER 24, 2020 AT 03:09 PM
 \$820.00 GRANTOR TAX WAS PAID AS
 REQUIRED BY SEC 58.1-802 OF THE VA. CODE
 STATE: \$410.00 LOCAL: \$410.00
 TRACI L. JOHNSON, CLERK
 RECORDED BY: SBS